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October 19, 2000

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 700
Washington D.C. 20423

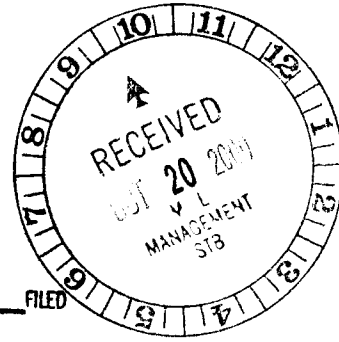
RECORDATION NO. **20996-G** FILED

OCT 20 '00

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SURFACE TRANSPORTATION BOARD



Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of September 26, 2000 between the following parties:

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC
1211 Avenue of the Americas, New York, NY 10036

Lessee: CARGILL, INC.
15407 McGinty Road West, Wayzata, MN 55391-7440

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC and Lessee: CARGILL, INC.. covering (20) CEFX 5660 c.f. p.d. covered hopper cars with interior lining with reporting marks and numbers – **See attached listing.**

Please file this memorandum as a secondary document to Memorandum of Railcar Lease dated November 13, 1997 as Recordation Number 20996 with the Surface Transportation Board and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator
Enclosure/sll

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
20	5660 c.f. p.d. covered hopper cars with interior lining	CEFX 75679 CEFX 75680 CEFX 75678 CEFX 75681 CEFX 75682 CEFX 75683 CEFX 75684 CEFX 75686 CEFX 75688 CEFX 75689 CEFX 75690 CEFX 75692 CEFX 75685 CEFX 75687 CEFX 75691 CEFX 75694 CEFX 75693 CEFX 75695 CEFX 75696 CEFX 75697

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 26th day of September, 2000, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and CARGILL, INC., a Delaware corporation, with an address at 15407 McGinty Road West, Wayzata, MN 55391-7440 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of October 8, 1997 covering the equipment listed on Schedule A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on Nov. 13, 1997 as recordation number 20996.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: Richard M. Latini
Name: RICHARD M. LATINI
Title: V.P. SALES

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CARGILL, INC.

By: Randy Brown
Name: RANDY BROWN
Title: AVP

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Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
20	5660 c.f. p.d. covered hopper cars with interior lining	CEFX 75679 CEFX 75680 CEFX 75678 CEFX 75681 CEFX 75682 CEFX 75683 CEFX 75684 CEFX 75686 CEFX 75688 CEFX 75689 CEFX 75690 CEFX 75692 CEFX 75685 CEFX 75687 CEFX 75691 CEFX 75694 CEFX 75693 CEFX 75695 CEFX 75696 CEFX 75697